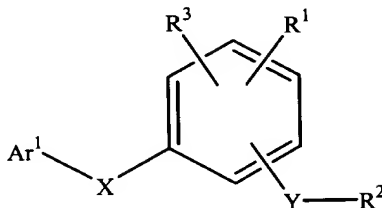


WHAT IS CLAIMED IS:

1 1. A compound having the formula:



2 wherein

3 Ar<sup>1</sup> is a substituted or unsubstituted aryl;

4 X is a divalent linkage selected from the group consisting of (C<sub>1</sub>-C<sub>6</sub>)alkylene, (C<sub>1</sub>-  
5 C<sub>6</sub>)alkylenoxy, (C<sub>1</sub>-C<sub>6</sub>)alkylenamino, (C<sub>1</sub>-C<sub>6</sub>)alkylene-S(O)<sub>k</sub>-, -O-, -C(O)-,  
6 -N(R<sup>11</sup>)-, -N(R<sup>11</sup>)C(O)-, -S(O)<sub>k</sub>- and a single bond,

7 wherein

8 R<sup>11</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
9 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl; and the subscript k is an  
10 integer of from 0 to 2;

11 Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-,  
12 -N(R<sup>12</sup>)-S(O)<sub>m</sub>-, -N(R<sup>12</sup>)-S(O)<sub>m</sub>-N(R<sup>13</sup>)-, -N(R<sup>12</sup>)C(O)-, -S(O)<sub>n</sub>- and a  
13 single bond,

14 wherein

15 R<sup>12</sup> and R<sup>13</sup> are members independently selected from the group consisting  
16 of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and aryl(C<sub>1</sub>-  
17 C<sub>4</sub>)alkyl; and the subscripts m and n are independently integers of  
18 from 0 to 2;

19 R<sup>1</sup> is a member selected from the group consisting of hydrogen, (C<sub>2</sub>-  
20 C<sub>8</sub>)heteroalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, cyano, nitro, (C<sub>1</sub>-C<sub>8</sub>)alkyl,  
21 (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-  
22 NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-OR<sup>17</sup>, -O-C(O)-R<sup>17</sup>, -O-C(O)-NR<sup>15</sup>R<sup>16</sup>, -N(R<sup>14</sup>)-C(O)-  
23 NR<sup>15</sup>R<sup>16</sup>, -N(R<sup>14</sup>)-C(O)-R<sup>17</sup> and -N(R<sup>14</sup>)-C(O)-OR<sup>17</sup>;

24 wherein

25 R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-  
26 C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

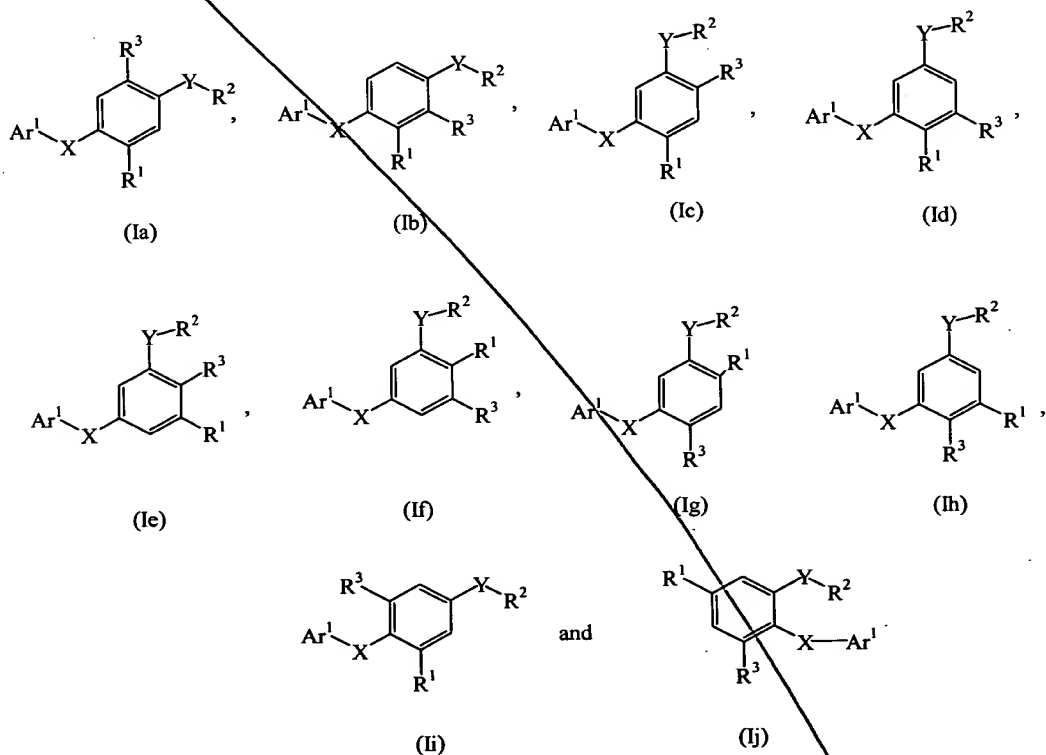
27 R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting  
28 of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl, and aryl(C<sub>1</sub>-  
29 C<sub>4</sub>)alkyl, or taken together with the nitrogen to which each is  
30 attached form a 5-, 6- or 7-membered ring;

$R^{17}$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl, aryl and aryl $(C_1-C_4)$ alkyl;  
 the subscript p is an integer of from 0 to 3; and  
 the subscript q is an integer of from 1 to 2; and  
 $R^2$  is a substituted or unsubstituted aryl; and  
 $R^3$  is a member selected from the group consisting of halogen, cyano, nitro and  $(C_1-C_8)$ alkoxy.

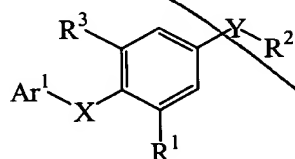
2. A compound of claim 1, wherein  $Ar^1$  is a substituted or unsubstituted aryl selected from the group consisting of pyridyl, phenyl, naphthyl, isoquinolinyl, benzthiazolyl, benzoxazolyl and benzimidazolyl; with the proviso that when  $Ar^1$  is substituted or unsubstituted benzthiazolyl, then X is  $-S(O)_k-$ ; and  $R^2$  is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

3. A compound of claim 2, wherein  $Ar^1$  is a substituted or unsubstituted phenyl group.

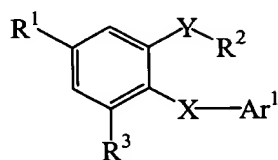
4. A compound of claim 3, represented by a formula selected from the group consisting of



5. A compound of claim 3, represented by a formula selected from the group consisting of



and



(Ii)

(Ij)

5. A compound of claim 5, wherein  
X is a divalent linkage selected from the group consisting of  $-CH_2-$ ,  $-CH(CH_3)-$ ,  $-O-$ ,  $-C(O)-$ ,  $-N(R^{11})-$  and  $-S-$ ;

wherein

$R^{11}$  is a member selected from the group consisting of hydrogen and  $(C_1-C_8)alkyl$ ;

Y is a divalent linkage selected from the group consisting of  $-N(R^{12})-S(O)_2-$ , wherein

$R^{12}$  is a member selected from the group consisting of hydrogen and  $(C_1-C_8)alkyl$ ;

$R^1$  is a member selected from the group consisting of hydrogen, halogen,  $(C_1-C_8)alkyl$ ,  $(C_2-C_8)heteroalkyl$ ,  $(C_1-C_8)alkoxy$ ,  $-C(O)R^{14}$ ,  $-CO_2R^{14}$ ,  $-C(O)NR^{15}R^{16}$ ,  $-S(O)_p-R^{14}$ ,  $-S(O)_q-NR^{15}R^{16}$ ,  $-O-C(O)-R^{17}$ , and  $-N(R^{14})-C(O)-R^{17}$ ;

wherein

$R^{14}$  is a member selected from the group consisting of hydrogen,  $(C_1-C_8)alkyl$ ,  $hetero(C_1-C_8)alkyl$ ,  $aryl$  and  $aryl(C_1-C_4)alkyl$ ;

$R^{15}$  and  $R^{16}$  are members independently selected from the group consisting of hydrogen,  $(C_1-C_8)alkyl$  and  $(C_2-C_8)heteroalkyl$ , or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$  is a member selected from the group consisting of hydrogen,  $(C_1-C_8)alkyl$  and  $(C_2-C_8)heteroalkyl$ ;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

$R^2$  is a substituted or unsubstituted phenyl; and

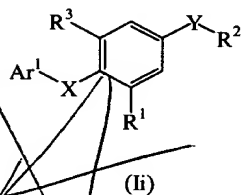
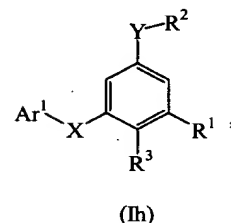
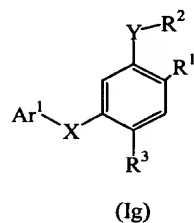
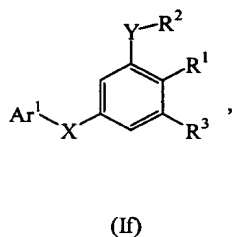
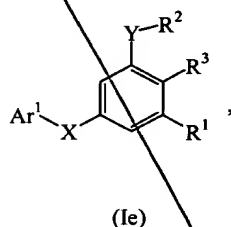
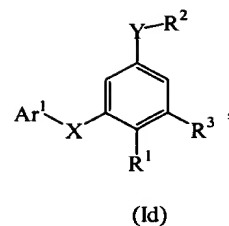
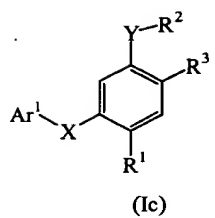
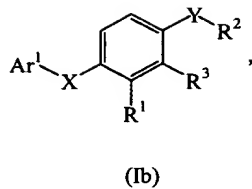
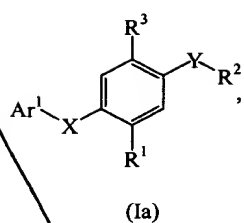
$R^3$  is a member selected from the group consisting of halogen and  $(C_1-C_8)alkoxy$ .

6 5  
1 A compound of claim 7, wherein X is -O-, -NH- or -S-; Y is  
2 -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl,  
3 (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and  
4 -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the  
5 group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -  
6 CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen,  
7 methoxy and trifluoromethoxy.

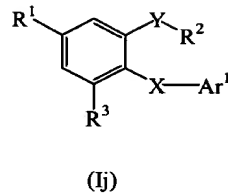
Sup A3  
1 8. A compound of claim 7, wherein Ar<sup>1</sup> is a phenyl group having  
2 from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -  
3 O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group  
4 consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl  
5 group having from 0 to 3 substituents selected from the group consisting of halogen, -  
6 OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  
7 R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

1 9. A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or  
2 unsubstituted pyridyl group.

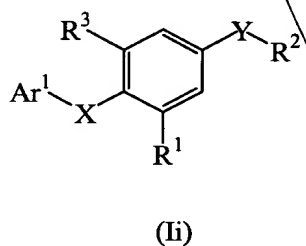
1 10. A compound of claim 9, represented by a formula selected from the  
2 group consisting of



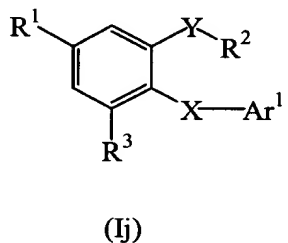
and



11. A compound of claim 10, represented by a formula selected from the group consisting of



and



12. A compound of claim 11, wherein  
 X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;  
 wherein  
 $\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;  
 Y is a divalent linkage selected from the group consisting of  $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$ ,  
 wherein  
 $\text{R}^{12}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;  
 $\text{R}^1$  is a member selected from the group consisting of hydrogen, halogen,  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ,  $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$ ,  $(\text{C}_1-\text{C}_8)\text{alkoxy}$ ,  $-\text{C}(\text{O})\text{R}^{14}$ ,  $-\text{CO}_2\text{R}^{14}$ ,

-C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-R<sup>17</sup>, and -N(R<sup>14</sup>)-C(O)-R<sup>17</sup>;

wherein

R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R<sup>2</sup> is a substituted or unsubstituted phenyl; and

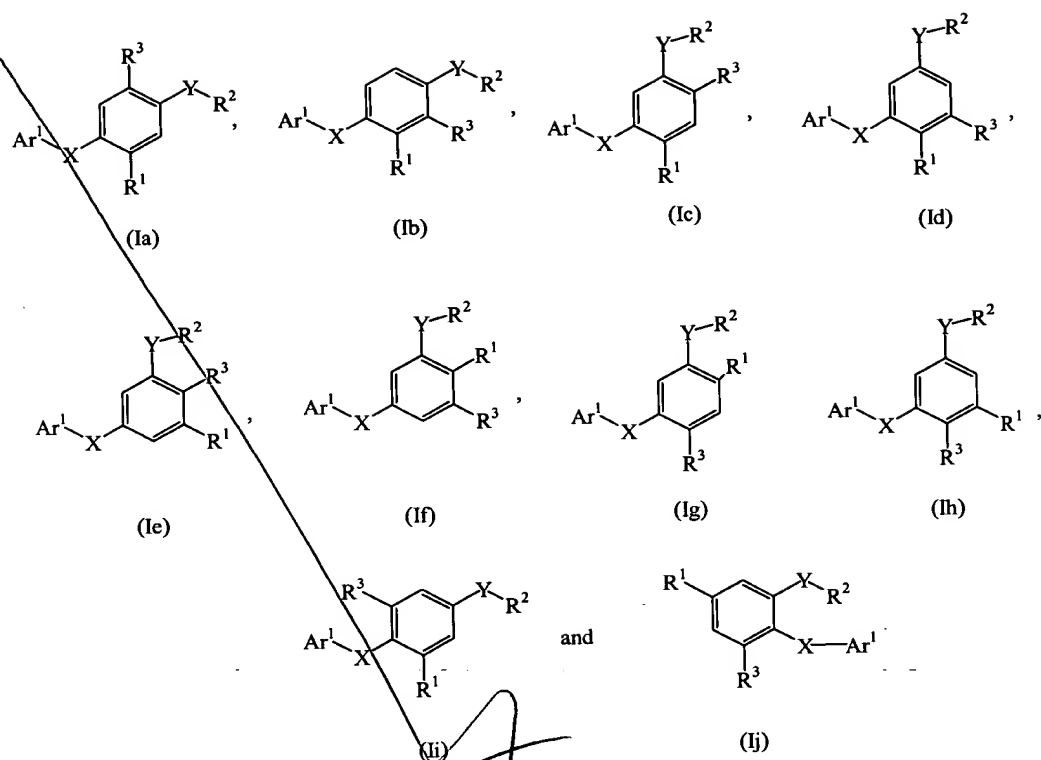
R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

13. A compound of claim 12, wherein X is -O-, -NH- or -S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

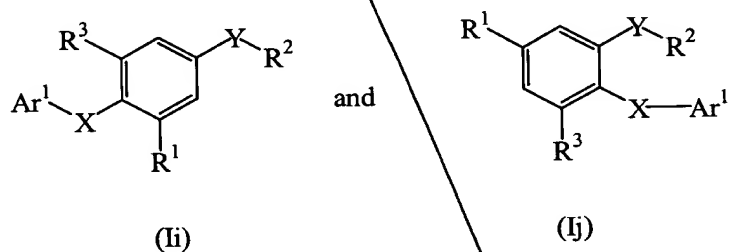
14. A compound of claim 13, wherein Ar<sup>1</sup> is a pyridyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

15. A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or unsubstituted naphthyl group.

16. A compound of claim 15, represented by a formula selected from the group consisting of



17. A compound of claim 16, represented by a formula selected from the group consisting of



18. A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;

wherein

$\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;

Y is a divalent linkage selected from the group consisting of  $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$ , wherein

$\text{R}^{12}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;

$\text{R}^1$  is a member selected from the group consisting of hydrogen, halogen,  $(\text{C}_1-$

C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-R<sup>17</sup>, and -N(R<sup>14</sup>)-C(O)-R<sup>17</sup>;

wherein

R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

the subscript  $p$  is an integer of from 0 to 2; and

the subscript q is 2; and

R<sup>2</sup> is a substituted or unsubstituted phenyl; and

R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

19. A compound of claim 18, wherein X is -O-, -NH- or -S-; Y is

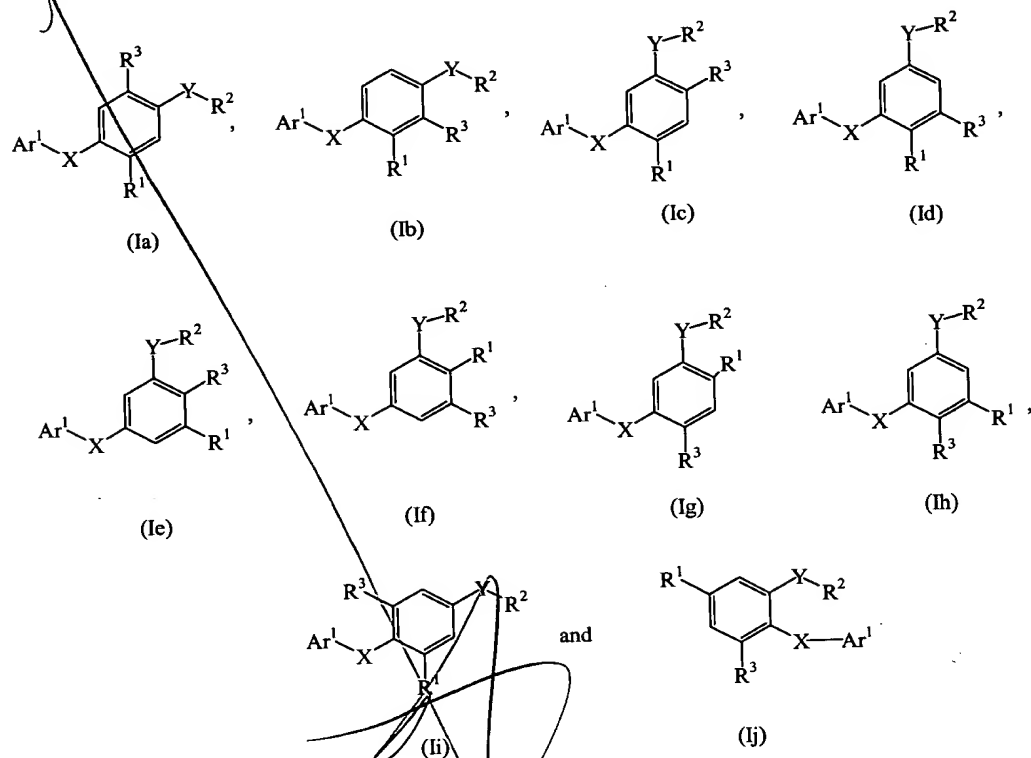
-NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

20. A compound of claim 19, wherein Ar<sup>1</sup> is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

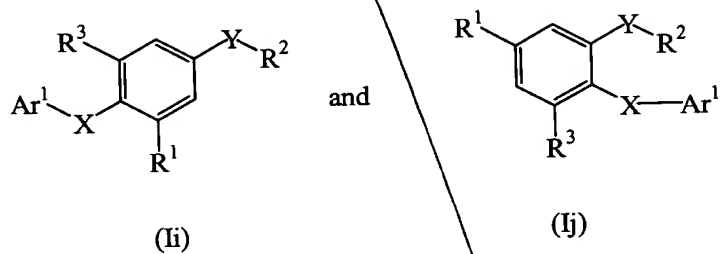
21 A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or unsubstituted isoquinolinyl group.



1 22. A compound of claim 21, represented by a formula selected from  
 2 the group consisting of



3 23. A compound of claim 22, represented by a formula selected from  
 1 the group consisting of  
 2



3 24. A compound of claim 23, wherein  
 1 X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  
 2  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;  
 3 wherein  
 4  $\text{R}^{11}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-$   
 5  $\text{C}_8)$ alkyl;  
 6 Y is a divalent linkage selected from the group consisting of  $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$ ,  
 7

wherein

$R^{12}$  is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>8</sub>)alkyl;

$R^1$  is a member selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O) $R^{14}$ , -CO<sub>2</sub> $R^{14}$ , -C(O)NR<sup>15</sup> $R^{16}$ , -S(O)<sub>p</sub>- $R^{14}$ , -S(O)<sub>q</sub>-NR<sup>15</sup> $R^{16}$ , -O-C(O)- $R^{17}$ , and -N( $R^{14}$ )-C(O)- $R^{17}$ ;

wherein

$R^{14}$  is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

$R^{15}$  and  $R^{16}$  are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$  is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

$R^2$  is a substituted or unsubstituted phenyl; and

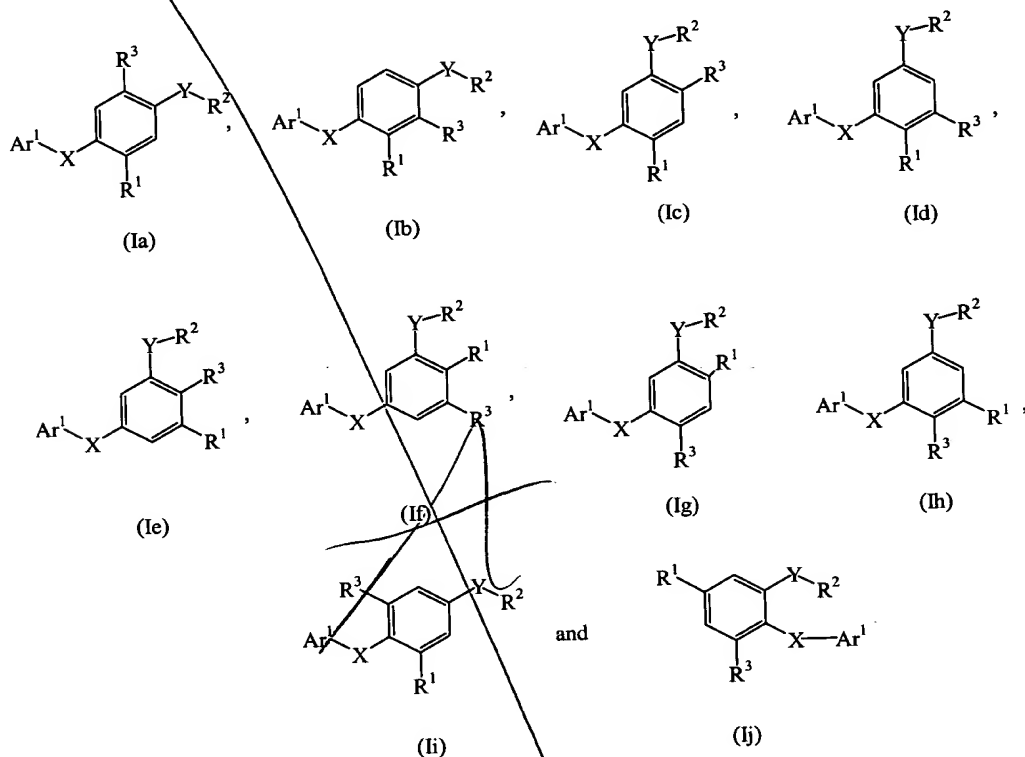
$R^3$  is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

25. A compound of claim 24, wherein X is -O-, -NH- or -S-; Y is -NH-SO<sub>2</sub>-;  $R^1$  is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O) $R^{14}$ , -CO<sub>2</sub> $R^{14}$ , -C(O)NR<sup>15</sup> $R^{16}$ , -S(O)<sub>p</sub>- $R^{14}$  and -S(O)<sub>q</sub>-NR<sup>15</sup> $R^{16}$ ;  $R^2$  is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  $R^3$  is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

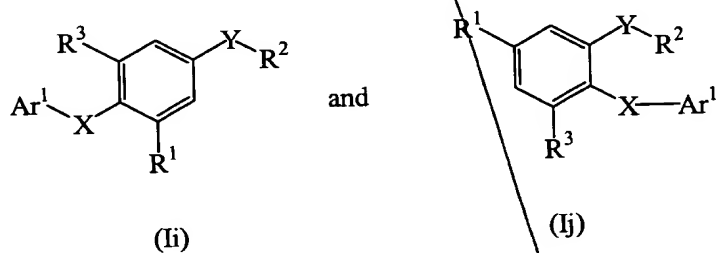
26. A compound of claim 25, wherein Ar<sup>1</sup> is a isoquinolinyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>;  $R^1$  is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy;  $R^2$  is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  $R^3$  is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

27. A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or unsubstituted benzoxazolyl group.

28. A compound of claim 27, represented by a formula selected from the group consisting of



29. A compound of claim 28, represented by a formula selected from the group consisting of



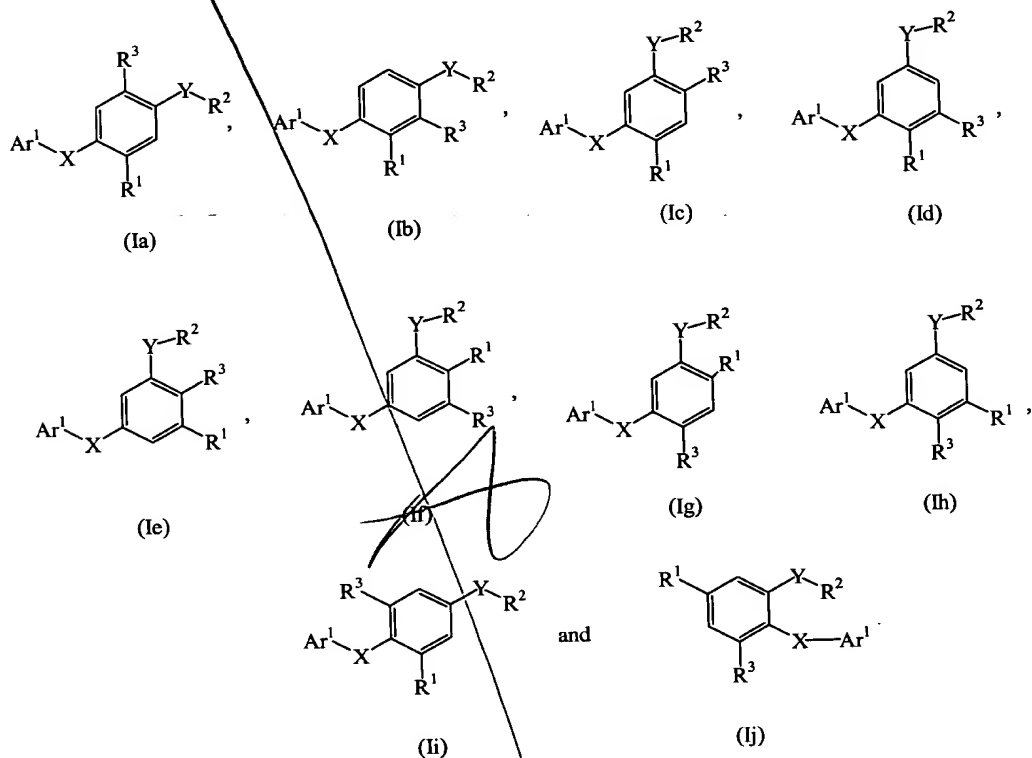
30. A compound of claim 29, wherein X is a divalent linkage selected from the group consisting of -CH<sub>2</sub>-, -CH(CH<sub>3</sub>)-, -O-, -C(O)-, -N(R<sup>11</sup>)- and -S-; wherein



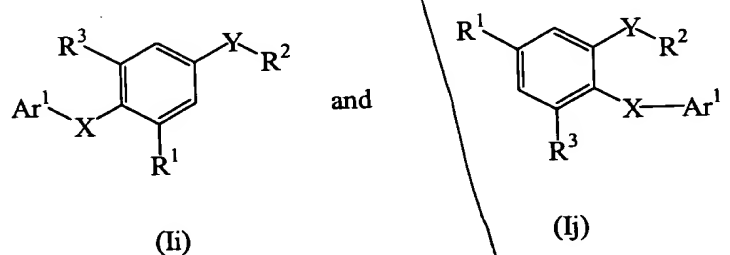
6 halogen,  $-\text{OCF}_3$ ,  $-\text{OH}$ ,  $-\text{O}(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $-\text{C}(\text{O})-(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $-\text{CN}$ ,  $-\text{CF}_3$ ,  $(\text{C}_1\text{-C}_8)\text{alkyl}$  and -  
 7  $\text{NH}_2$ ; and  $\text{R}^3$  is selected from the group consisting of halogen, methoxy and  
 8 trifluoromethoxy.

1 33. A compound of claim 2, wherein  $\text{Ar}^1$  is a substituted or  
 2 unsubstituted benzimidazolyl group.

1 34. A compound of claim 33, represented by a formula selected from  
 2 the group consisting of



3 35. A compound of claim 34, represented by a formula selected from  
 1 the group consisting of  
 2



1 36. A compound of claim 35, wherein

X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{CH}(\text{CH}_3)-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ ,  $-\text{N}(\text{R}^{11})-$  and  $-\text{S}-$ ;

wherein

R<sup>11</sup> is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>8</sub>)alkyl;

Y is a divalent linkage selected from the group consisting of  $-N(R^{12})-S(O)_2-$ ,  
wherein

R<sup>12</sup> is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>8</sub>)alkyl;

R<sup>1</sup> is a member selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-R<sup>17</sup>, and -N(R<sup>14</sup>)-C(O)-R<sup>17</sup>;

wherein

R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

the subscript  $p$  is an integer of from 0 to 2; and

the subscript  $q$  is 2; and

R<sup>2</sup> is a substituted or unsubstituted phenyl; and

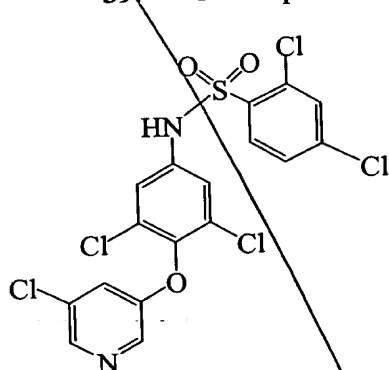
R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

37. A compound of claim 36, wherein X is -O-, -NH- or -S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

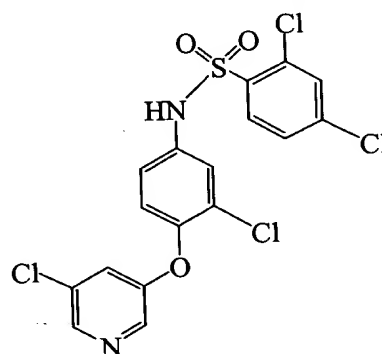
38. A compound of claim 37, wherein Ar<sup>1</sup> is a benzimidazolyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the

4 group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a  
 5 phenyl group having from 0 to 3 substituents selected from the group consisting of  
 6 halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -  
 7 NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and  
 8 trifluoromethoxy.

1 39. A compound of claim 1, selected from the group consisting of



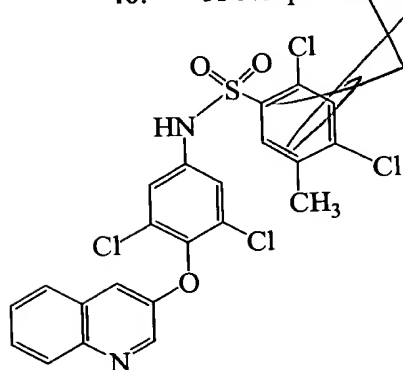
and



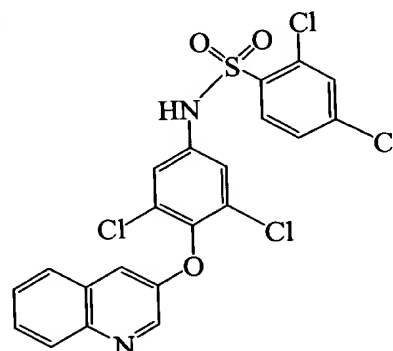
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40. A compound of claim 1, selected from the group consisting of



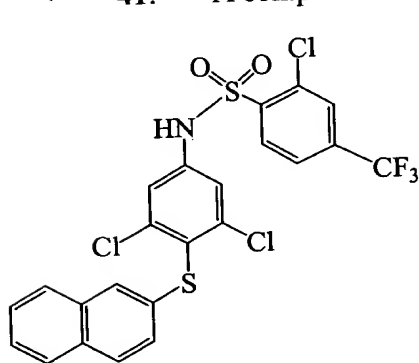
and



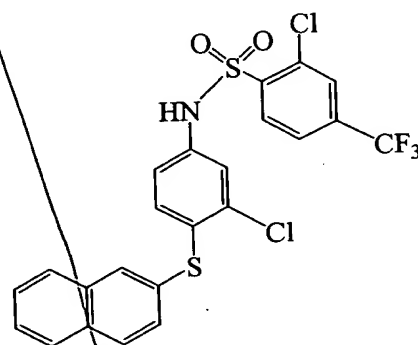
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41. A compound of claim 1, selected from the group consisting of



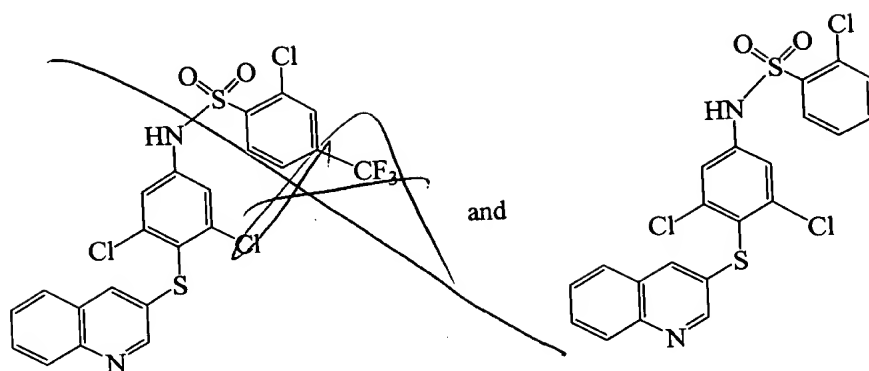
and



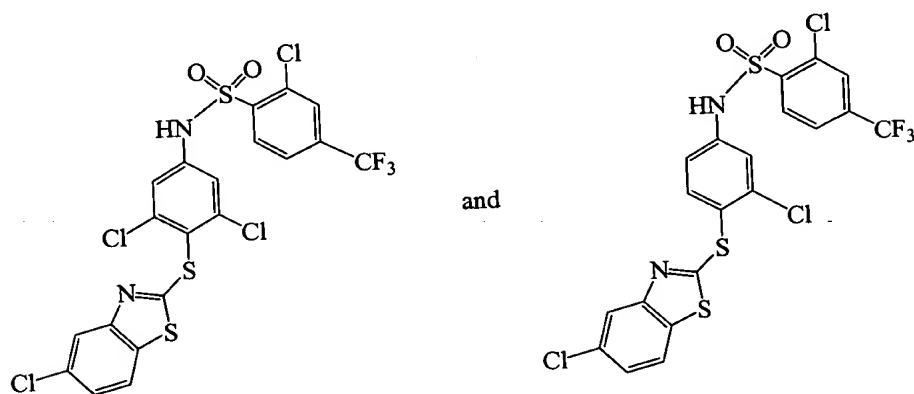
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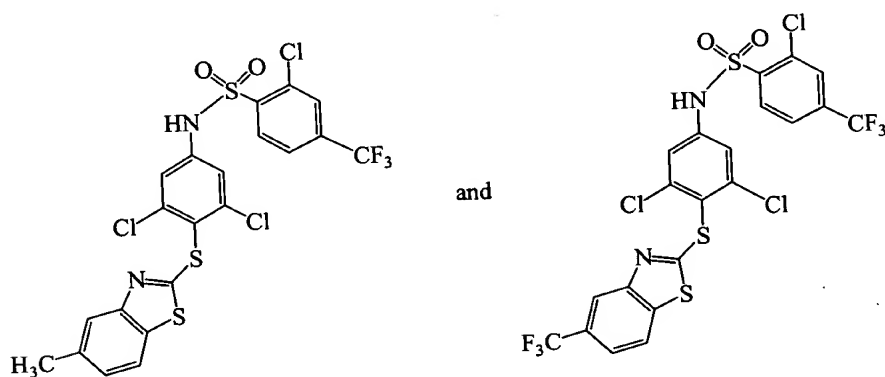
42. A compound of claim 1, selected from the group consisting of:



43. A compound of claim 1, selected from the group consisting of:

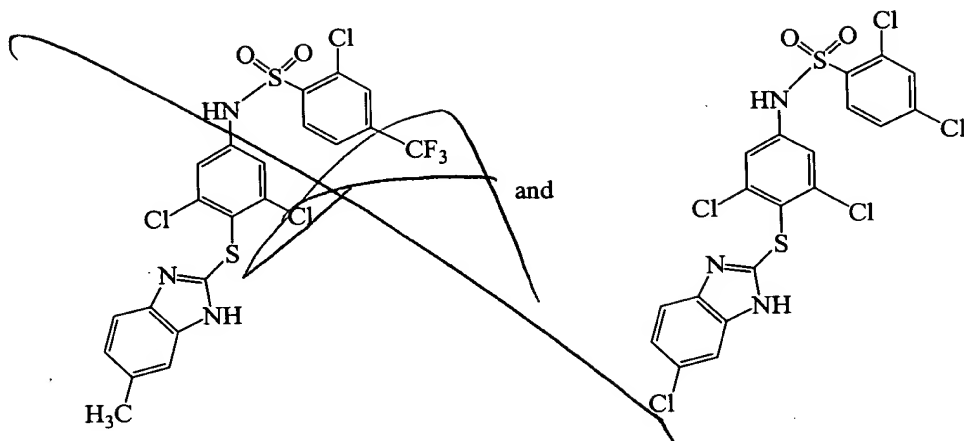


44. A compound of claim 1, selected from the group consisting of:



45. A compound of claim 1, selected from the group consisting of:





46. A composition comprising a pharmaceutically acceptable excipient and a compound of any of claims 1-45.

47. A method for modulating conditions associated with metabolic or inflammatory disorders in a host, said method comprising administering to said host an efficacious amount of a compound of any of claims 1-45.

48. A method in accordance with claim 47, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

49. A method in accordance with claim 47, wherein said administering is oral.

50. A method in accordance with claim 47, wherein said administering is topical.

51. A method in accordance with claim 47, wherein said administering is prophylactic to prevent the onset of a PPAR $\gamma$ -mediated condition.

52. A method in accordance with claim 47, wherein said disorders are selected from the group consisting of NIDDM, obesity, hypercholesterolemia and other lipid-mediated diseases, and inflammatory conditions.

53. A method in accordance with claim 47, wherein said administering is parenteral.

Ab

[illegible]